

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO.

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

In re:  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO.

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

**PROMESA**  
**Title III**  
**Case No. 17-BK-3283-LTS**  
**(Jointly Administered)**

PROMESA  
Title III  
Case No. 17-BK-4780-LTS  
**This Application relates only  
to PREPA, and shall be filed in  
the lead Case No. 17-BK-3283-  
LTS and in PREPA's Title III  
Case (Case No. 17-BK-4780-  
LTS)**

**VERIFIED STATEMENT OF GREENBERG TRAURIG, LLP DISCLOSING  
CONNECTIONS TO MATERIAL INTERESTED PARTIES RELATED TO  
THE PUERTO RICO ELECTRIC POWER AUTHORITY PURSUANT TO  
PUERTO RICO RECOVERY ACCURACY IN DISCLOSURE ACT**

Pursuant to the *Order Approving List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosures Act* [Docket No. 20467] (the “**Order**”) and the Puerto

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "**Commonwealth**") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("**COFINA**") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("**HTA**") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("**ERS**") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("**PREPA**") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("**PBA**") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rico Recovery Accuracy in Disclosures Act, Pub. L. No. 117-82 (“**PRRADA**”), Greenberg Traurig, LLP (“**Greenberg Traurig**”), in its capacity as former counsel for PREPA, hereby submits this verified statement (the “**Verified Statement**”), which conforms to the disclosure requirements of Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and sets forth the connections of Greenberg Traurig with any PREPA MIPs (as defined below).

### **BACKGROUND**

1. On June 30, 2016, the Financial Oversight and Management Board for Puerto Rico (the “**Oversight Board**”) was established under section 101(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“**PROMESA**”). On August 31, 2016, President Obama appointed the Oversight Board’s seven voting members.

2. Pursuant to section 315 of PROMESA, “[t]he Oversight Board in a case under this title is the representative of the debtor” and “may take any action necessary on behalf of the debtor to prosecute the case of the debtor, including filing a petition under section 304 of [PROMESA] . . . or otherwise generally submitting filings in relation to the case with the court.”

3. On September 30, 2016, the Oversight Board designated PREPA as a “covered territorial instrumentality” under section 101(d) of PROMESA.

4. On July 2, 2017 (the “**Petition Date**”), the Oversight Board filed a voluntary petition for relief for PREPA pursuant to section 304(a) of PROMESA, commencing a case under title III thereof (the “**Title III Case**”).

#### **A. Greenberg Traurig’s Engagement**

5. On February 7, 2017, Greenberg Traurig was engaged by The Puerto Rico Fiscal Agency and Financial Advisory Authority (“**AAFAF**”) as fiscal agent for PREPA to advise AAFAF in respect of various issues associated with PREPA’s ongoing operational and financial

restructuring. O'Melveny & Myers LLP replaced Greenberg Traurig as counsel for AAFAF as fiscal agent for PREPA on July 1, 2018.

6. On March 20, 2017, PREPA retained Greenberg Traurig to provide advice with respect to, *inter alia*, its day-to-day ordinary course issues and operations as necessary and appropriate in furtherance of PREPA's restructuring efforts and operational issues attendant thereto.<sup>2</sup> On June 16, 2017, PREPA and Greenberg Traurig entered into a contract reflecting the terms of PREPA's retention of Greenberg Traurig. Greenberg Traurig and PREPA entered into a new contract on June 30, 2017, which covered services provided by Greenberg Traurig to PREPA from July 1, 2017 through June 30, 2018.

7. On March 28, 2018, PREPA and Greenberg Traurig entered into a second amendment to their contract, reflecting the amendment of certain terms and conditions. On or about August 1, 2018, PREPA and Greenberg Traurig entered into third and fourth amendments to their contract, reflecting the amendment of certain terms and conditions. On August 16, 2018, Greenberg Traurig and PREPA entered into a new contract, which covered services provided by Greenberg Traurig to PREPA from August 16, 2018 through and including June 30, 2019. Subsequently, Greenberg Traurig and PREPA entered into a final contract, which (as extended) covered services provided by Greenberg Traurig to PREPA through October 31, 2020.

8. Greenberg Traurig has not performed services on behalf of PREPA since the expiration of its last contract on October 31, 2020, and will not be performing any such services for the remainder of the Title III Case.

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<sup>2</sup> In addition, Greenberg Traurig separately invoiced PREPA in connection with its fees and expenses incurred advising PREPA in respect of post-hurricane recovery matters.

**B. PRRADA**

9. On February 22, 2022, the Oversight Board, as sole Title III representative of the Commonwealth, COFINA, HTA, ERS, PREPA, and PBA (collectively, the “**Title III Debtors**”), pursuant to section 315(b) of PROMESA, filed the *Motion of Financial Oversight and Management Board for Puerto Rico Requesting Order Approving Proposed List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosures Act* [Docket No. 20194] (the “**Motion**”), seeking Court approval of a list of material interested parties attached thereto as Exhibit “A” (the “**Initial MIP List**”) pursuant to PRRADA.

10. On March 21, 2022, the Court entered its *Order Regarding Proposed List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosure Act* [Docket No. 20419], directing the Oversight Board to file an amended MIP List.

11. On March 29, 2022, the Oversight Board filed the *Notice of Filing Amended List of Material Interested Parties Pursuant to Puerto Rico Recovery Accuracy in Disclosures Act* [Docket No. 20458], which attached a list of material interested parties with respect to all Title III Debtors as Exhibit A thereto (the “**Amended MIP List**”). The Amended MIP List broke out the material interested parties in separate schedules for each of the Title III Debtors. The schedules to the Amended MIP List which relate to PREPA consist of the following (each of the parties listed therein, collectively, the “**PREPA MIPs**”): Schedule 1 – Debtors; Schedule 2 – Current Oversight Board Executive Director, Members, and Staff; Schedule 3 – United States Trustee Personnel for the District of Puerto Rico; Schedule 4(D) – Professionals Retained in PREPA Title III Case; Schedule 5(D) – Other Parties in Interest – PREPA; Schedule 7(D) – Plan Support Agreement Parties – PREPA; Schedule 8(D) – Material Creditors of PREPA; and Schedule 9(D) – Inactive Claims – PREPA.

12. On March 30, 2022, the Court entered the Order, which approved the Amended MIP List and directed all professionals to file the disclosures required under PRRADA by May 16, 2022. On June 24, 2022, at the request of the United States Trustee for Region 21, the Court extended the deadline to file disclosures through July 15, 2022 [Docket No. 21334].

13. On August 23, 2022, the Court entered its *Order to Show Cause Regarding Non-Compliance with the Puerto Rico Recovery Accuracy in Disclosures Act and the Court's Orders Related Thereto* [Docket No. 21902] (the “**Order to Show Cause**”). In the Order to Show Cause, the Court required Greenberg Traurig and several other law firms to show cause “as to why, in light of [their] ongoing failure to comply with or seek extension[s] . . . , the Court should not deny future applications for payment of fees and reimbursement of expenses.” (Order to Show Cause, 2).

14. As mentioned above, Greenberg Traurig has not been involved in the Title III Case since October 2020 and was unaware of the Order or the Order to Show Cause until August 30, 2022. On that same day, Greenberg Traurig filed the *Urgent Motion of Greenberg Traurig, LLP for Extension of Time to Respond to Order to Show Cause Regarding Non-Compliance with the Puerto Rico Recovery Accuracy in Disclosures Act and the Court's Orders Related Thereto* [Docket No. 21988] seeking an extension to file its disclosures as required by PRRADA.

15. On September 1, 2022, the Court entered an order extending the deadline for Greenberg Traurig to file its disclosures required under PRRADA to September 20, 2022, at 5:00 p.m. (Atlantic Standard Time) [Docket No. 22019].

16. Greenberg Traurig hereby submits this Verified Statement and the Certification of Joseph P. Davis III attached hereto as Exhibit A (the “**Davis Certification**”).

**NO ADVERSE INTERESTS**

17. Greenberg Traurig has completed a conflict check that compares the names of all parties identified as PREPA MIPs on the Amended MIP List against a list of Greenberg Traurig's current and former clients. For purposes of this Verified Statement and the Davis Certification, Greenberg Traurig conducted a conflict check of the PREPA MIPs for the ten-year period preceding the firm's initial engagement with PREPA in connection with the Title III Case through the present.

18. To the best of Greenberg Traurig's knowledge, based upon the conflicts check results described in the Davis Certification, Greenberg Traurig does not hold or represent any interest adverse to PREPA or any of the other PREPA MIPs in connection with the matters upon which it was retained other than as disclosed in the Davis Certification. Greenberg Traurig may have represented certain PREPA MIPs in matters unrelated to PREPA or Title III Case. Further, Greenberg Traurig is a large firm with an international practice and, in the past, may have represented and/or currently represents, and may represent in the future, other entities not currently known to Greenberg Traurig that may be PREPA MIPs or may be affiliated with PREPA MIPs in matters wholly unrelated to the Title III Case.

19. To the best of Greenberg Traurig's knowledge, other than as disclosed in the Davis Certification, neither Greenberg Traurig nor its shareholders, counsel, or associates have any connections with the PREPA MIPs.

20. With respect to all of the foregoing, Greenberg Traurig will supplement this Verified Statement and the Davis Certification if any facts or circumstances are discovered that require additional disclosure.

Dated: September 16, 2022  
Boston, Massachusetts

/s/ Joseph P. Davis III  
Joseph P. Davis III (Admitted Pro Hac Vice)  
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*Former Attorneys for PREPA*

**Exhibit A**

**Certification of Joseph P. Davis III**



**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

# PROMESA

### Title III

**Case No. 17-BK-3283-LTS**

**(Jointly Administered)**

# PROMESA

### Title III

Case No. 17-BK-4780-LTS

**This Application relates only to PREPA, and shall be filed in the lead Case No. 17 –BK-**

**3283-LTS and in PREPA's  
Title III Case (Case No. 17-  
BK-4780-LTS)**

**CERTIFICATION OF JOSEPH P. DAVIS III IN SUPPORT OF VERIFIED  
STATEMENT OF GREENBERG TRAURIG, LLP DISCLOSING  
CONNECTIONS TO MATERIAL INTERESTED PARTIES RELATED TO  
THE PUERTO RICO ELECTRIC POWER AUTHORITY PURSUANT TO  
PUERTO RICO RECOVERY ACCURACY IN DISCLOSURE ACT**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "**Commonwealth**") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("**COFINA**") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("**HTA**") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("**ERS**") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("**PREPA**") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("**PBA**") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Joseph P. Davis III hereby certifies as follows:

1. I am an attorney admitted to practice in the Commonwealth of Massachusetts. I am a shareholder in the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”) and am a resident in its Boston office, located at One International Place, Suite 2000, Boston, Massachusetts 02110. I was admitted to appear *pro hac vice* for The Puerto Rico Fiscal Agency and Financial Advisory Authority (“**AAFAF**”), as fiscal agent for the Puerto Rico Electric Power Authority (“**PREPA**”), and PREPA in the above-captioned case. This Certification is made in further support of the *Verified Statement of Greenberg Traurig, LLP Disclosing Connections to Material Interested Parties Related to the Puerto Rico Electric Power Authority Pursuant to Puerto Rico Recovery Accuracy in Disclosure Act* (the “**Verified Statement**”),<sup>2</sup> disclosing connections to PREPA MIPs as required under PRRADA. The purpose of this Certification is to provide the disclosures required under PRRADA.

2. On February 7, 2017, Greenberg Traurig was engaged by The Puerto Rico Fiscal Agency and Financial Advisory Authority (“**AAFAF**”) as fiscal agent for PREPA to advise AAFAF in respect of various issues associated with PREPA’s ongoing operational and financial restructuring. O’Melveny & Myers LLP replaced Greenberg Traurig as counsel for AAFAF as fiscal agent for PREPA on July 1, 2018.

3. On March 20, 2017, PREPA also retained Greenberg Traurig to provide advice with respect to, *inter alia*, its day-to-day ordinary course issues and operations as necessary and appropriate in furtherance of PREPA’s restructuring efforts and operational issues attendant thereto.<sup>3</sup> On June 16, 2017, PREPA and Greenberg Traurig entered into a contract reflecting the

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Verified Statement.

<sup>3</sup> In addition, Greenberg Traurig separately invoiced PREPA in connection with its fees and expenses incurred advising PREPA in respect of post-hurricane recovery matters.

terms of PREPA's retention of Greenberg Traurig. Greenberg Traurig and PREPA entered into a new contract on June 30, 2017, which covered services provided by Greenberg Traurig to PREPA from July 1, 2017 through June 30, 2018.

4. On March 28, 2018, PREPA and Greenberg Traurig entered into a second amendment to their contract, reflecting the amendment of certain terms and conditions. On or about August 1, 2018, PREPA and Greenberg Traurig entered into third and fourth amendments to their contract, reflecting the amendment of certain terms and conditions. On August 16, 2018, Greenberg Traurig and PREPA entered into a new contract, which covered services provided by Greenberg Traurig to PREPA from August 16, 2018 through and including June 30, 2019. Subsequently, Greenberg Traurig and PREPA entered into a final contract, which (as extended) covered services provided by Greenberg Traurig to PREPA through October 31, 2020.

5. Greenberg Traurig has not performed services on behalf of PREPA since the expiration of its last contract on October 31, 2020 and will not be performing any such services for the remainder of the Title III Case.

6. Subject to the disclosures contained in this Certification, to the best of my knowledge and information, Greenberg Traurig does not represent any interest adverse to PREPA or the other PREPA MIPs in connection with the matters upon which it has been retained.

7. To the best of my knowledge and information, Greenberg Traurig has no material connection with any of the PREPA MIPs, except as disclosed herein.

8. In preparing this Certification, persons acting under my supervision submitted to Greenberg Traurig's computer conflict database all parties identified as PREPA MIPs on the Amended MIP List. This database compared these names against a list of Greenberg Traurig's current and former clients. For purposes of the Verified Statement and this Certification,

Greenberg Traurig conducted a conflict check of the PREPA MIPs for the ten-year period preceding the firm's initial engagement with PREPA in connection with the Title III Case through the present. No such conflict has been identified. Nevertheless, Greenberg Traurig remains in the process of gathering and analyzing such information and will supplement its disclosures, if necessary.

9. Greenberg Traurig maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system and adverse party index maintained by Greenberg Traurig are designed to include every matter on which the firm is now or has been engaged, by which entity or individual the firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and the Greenberg Traurig attorney who is knowledgeable about the matter. The database is regularly updated for every new matter undertaken by Greenberg Traurig.

10. Greenberg Traurig currently represents those PREPA MIPs identified as "Current Client" on the attached **Annex 1** in matters unrelated to PREPA or this Title III Case.

11. Greenberg Traurig and certain of its shareholders, of counsel, and associates have in the past represented PREPA MIPs in matters unrelated to PREPA or this Title III Case, as also indicated on **Annex 1**, identified as "Former Client."

12. To the extent that the search results reflected that Greenberg Traurig, in the past, had represented affiliates of any party listed as a PREPA MIP on the Amended MIP List, those parties are, out of an abundance of caution, separately listed on **Annex 1**, identified as "Affiliate of Current Client."

13. In addition, Greenberg Traurig has represented in the past and/or currently represents and may in the future represent, other parties not known currently to Greenberg Traurig that may be affiliated with PREPA MIPs in matters wholly unrelated to the Title III Case. If any new relevant facts or relationships are discovered or arise, Greenberg Traurig will use reasonable efforts to identify such further facts or developments and will file a supplemental certificate to the extent required by Bankruptcy Rule 2014(a).

14. To the best of my knowledge, none of the representations disclosed by Greenberg Traurig herein comprise a material component of Greenberg Traurig's practice.

15. Greenberg Traurig is not an equity security holder or an insider of any of the Debtors included as PREPA MIPs, as each of the Debtors is a governmental instrumentality formed under the laws of Puerto Rico or, as to the Commonwealth, the Constitution and laws of the United States.

I verify, under penalty of perjury, that the foregoing is true and correct to the best of my information, knowledge, and belief.

/s/ Joseph P. Davis III  
Joseph P. Davis III

**Annex 1**

**Greenberg Traurig's Disclosure of Connections with PREPA MIPs**

The following names were compared to Greenberg Traurig's Client Database ten years preceding Greenberg Traurig's engagement through the filing date of the Verified Statement. As noted below, Greenberg Traurig has represented, in the past, or currently represents certain PREPA MIPs, including various entities that may be related to or affiliated with the Potentially Interested Parties, in matters unrelated to PREPA or the Title III Case.

All names marked with an asterisk (\*) are individuals who are PREPA MIPs. Greenberg Traurig has been unable to ascertain whether individual clients with the same names as such individual PREPA MIPs are in fact the same individuals; however, its representation of such individual clients is not related to PREPA.

**Schedule 1 – Debtors**

<b>Name of Entity Searched</b>	<b>Brief Description of Relationship</b>
Commonwealth of Puerto Rico	Former Client
Puerto Rico Electric Power Authority	Former Client
Puerto Rico Public Buildings Authority	Former Client

**Schedule 2 – Current Oversight Board Executive Director, Members, and Staff**

<b>Name of Entity Searched</b>	<b>Brief Description of Relationship</b>
Gustavo E. Rivera Pintado*	Former Client
Michael Silva Vega*	Current Client

**Schedule 3 – United States Trustee Personnel for the District of Puerto Rico**

<b>Name of Entity Searched</b>	<b>Brief Description of Relationship</b>
Jose C. Diaz Vega*	Former Client

**Schedule 4(D) – Professionals Retained in PREPA Title III Case**

<b>Name of Entity Searched</b>	<b>Brief Description of Relationship</b>
Ankura Consulting Group, LLC	Former Client
Berkeley Research Group, LLC	Former Client
Citigroup Global Markets Inc.	Current Client
Deloitte Consulting LLP	Current Client
Duff & Phelps LLC	Former Client
Ernst & Young LLP	Former Client
FTI Consulting, Inc.	Current Client
Genovese, Joblove & Battista, P.A.	Current Client
Norton Rose Fulbright	Former Client

O'Melveny & Myers LLP	Former Client
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**Schedule 5(D) – Other Parties in Interest – PREPA**

Name of Entity Searched	Brief Description of Relationship
Assured Guaranty Corp.	Former Client
National Public Finance Guaranty Corporation	Former Client

**Schedule 7(D) – Plan Support Agreement Parties – PREPA**

Name of Entity Searched	Brief Description of Relationship
Assured Guaranty Corp.	Former Client
Goldentree Asset Management LP	Former Client
High Yield Tax Free Income Fund	Former Client
MassMutual International Holdings MSC, Inc.	Current Client
National Public Finance Guarantee Corporation	Former Client
Silver Point Capital Fund, L.P.	Former Client

**Schedule 8(D) – Material Creditors of PREPA**

Name of Entity Searched	Brief Description of Relationship
Abengoa S.A.	Former Client
Amtrust Financial Services, Inc.	Former Client
Assured Guaranty Corp.	Former Client
Brigade Capital Management, LP	Former Client
Diaz Rodriguez MD, Ruben*	Former Client
Franklin Advisers, Inc., on Behalf of Funds and/or Accounts managed or Advised by It	Former Client
Goldman Sachs Dynamic Municipal Income Fund	Affiliate of Current Client
Hernandez Aviles, Maria M.*	Former Client
Jose A. Feliciano Bolet Y Maria E. Mejias*	Former Client
Life Insurance Company of North America	Former Client
Marathon Asset Management, On Behalf of Funds and/or Accounts Managed or Advised by It	Former Client
Michelle Rodriguez Paola*	Former Client
National Public Finance Guarantee Corporation	Former Client

Oquendo Rivera, Maria*	Former Client
Puerto Rico Aqueduct	Former Client
Puma Energy Caribe, LLC	Former Client
Scotiabank De Puerto Rico, as Administrative Agent	Former Client
Sewer Authority	Former Client
Silver Point Capital Fund, L.P.	Former Client
U.S. Bank National Association in its Capacity as Trustee Under the Trust Agreement Dated January 1, 1974	Current Client

**Schedule 9(D) – Inactive Claims – PREPA**

<b>Name of Entity Searched</b>	<b>Brief Description of Relationship</b>
Carlos Flores*	Former Client
Silver Point Capital Fund, L.P.	Former Client
State Street Global Advisors	Former Client
Vitol Inc.	Former Client
Wilmington Trust	Former Client